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CLERK'S OFFICE
UNITED STATES DISTRICT COURT
FOR THE DISTRICT OF MASSACHUSETTS

2005 MAR -1 P 4: 09

T. ROWE PRICE TAX-FREE HIGH YIELD
FUND, INC., et al.,

Plaintiffs,

v.

KAREN M. SUGHRUE, et al.,

Defendants.

U.S. DISTRICT COURT
DISTRICT OF MASS.
C.A. No. 04-11667-RGS

**MOTION TO ENLARGE PAGE LIMIT FOR MEMORANDUM IN SUPPORT OF
BRADFORD DEFENDANTS' MOTION TO DISMISS
THE AMENDED COMPLAINT**

Pursuant to Local Rule 7.1(B)(4), the Bradford Defendants¹ move for leave to file the Memorandum in Support of Bradford Defendants' Motion to Dismiss the Amended Complaint, in excess of the page limit, but no longer than 37 pages. Counsel for plaintiffs has stated that he does not object to the Bradford Defendants' filing of a memorandum in excess of 20 pages. In support of this Motion, the Bradford Defendants state:

1. Plaintiffs' Amended Complaint in this action is 37 pages long; contains 109 numbered paragraphs, many of which have several subparts; names 19 defendants and 7 plaintiffs; and asserts eight different claims, under federal and state law, which are based primarily on allegations of misrepresentations and omissions in an Offering Statement, attached to the Amended Complaint, that consists of more than 100 pages.

2. The Complaint's allegation of federal and state claims is deficient in multiple ways. To appropriately address the many pleading deficiencies, the Bradford Defendants respectfully request that they be permitted to submit a memorandum in excess of the page limit, but no longer than 37 pages. The Bradford Defendants believe

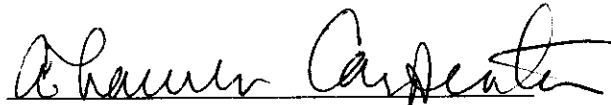
¹ "Bradford Defendants" refers to all defendants in this action except Advest, Inc.

the additional pages of briefing will help the Court in considering and deciding their motion to dismiss.

3. Counsel for plaintiffs has stated that he does not object to the Bradford Defendants' filing of a memorandum in excess of 20 pages.

WHEREFORE, the Bradford Defendants respectfully request that the Court grant them leave to file their Memorandum in Support of Bradford Defendants' Motion to Dismiss the Complaint in excess of the page limit, but which is no longer than 37 pages.

THE BRADFORD DEFENDANTS
By their attorneys,



Robert E. Sullivan, BBO #487820

Scott A. Roberts, BBO #550732

A. Lauren Carpenter, BBO #551258

SULLIVAN, WEINSTEIN & McQUAY, P.C.

Two Park Plaza

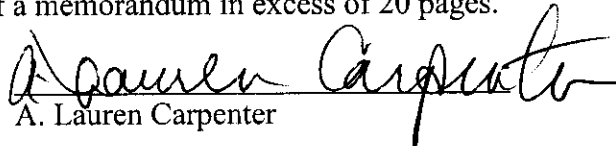
Boston, MA 02116

(617) 348-4300

Dated: March 1, 2005

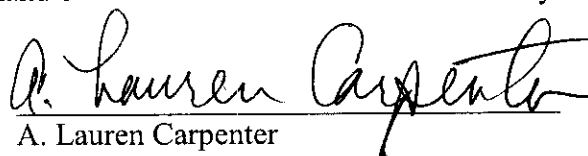
CERTIFICATE OF CONFERENCE

Pursuant to Local Rule 7.1(a)(2), I, A. Lauren Carpenter, certify that I have conferred with the plaintiffs' counsel in good faith to resolve or narrow the issues presented by the Motion to Enlarge Page Limit for Memorandum in Support of Bradford Defendants' Motion to Dismiss, and plaintiffs' counsel has stated that he does not object to the Bradford Defendants' filing of a memorandum in excess of 20 pages.


A. Lauren Carpenter

CERTIFICATE OF SERVICE

I, A. Lauren Carpenter, hereby certify that a true and correct copy of the foregoing document was served by hand on all counsel of record on this 1st day of March, 2005.


A. Lauren Carpenter